

CQI Council – Terms of Reference

1. CQI Council

Made up of the broad set of stakeholders for quality management and the quality profession, the CQI Council plays a vital role advising and informing the CQI's strategic plans and priorities.

CQI Council members form an important part of the CQI's governance discharging duties and placed on them by these Terms of Reference, clause 8 of our Royal Charter, Clause 14, 21b, 22, 27a, of the Institute's By-Laws. The CQI Council forms part of the CQI governance and stakeholder management structure defined in the CQI Framework for Corporate Governance.

2. Purpose

The CQI Council exists to:

- a) Advise the Board on matters relevant to the:

The threats and opportunities relating to the achievement of the CQI's objects defined in the CQI Royal Charter: "The objects of the Institute shall be for the benefit of the public to advance education in, knowledge of, and the practice of, quality in industry, commerce, the public service, and the voluntary sector."

The threats and opportunities relating to the development and delivery of the CQI's strategic objectives in pursuant of the above.

- b) Elect new trustees.
- c) Elect stakeholder members of the CQI Council.

3. Accountability

- a) The CQI Council is accountable to the Board of Trustees for item 2 above.
- b) The CQI Board of Trustees is accountable to the voting membership of the CQI (Chartered Quality Professionals) and to the Charity Commission of England & Wales.

4. Duties

- a) Bringing to the Board's attention any threats or opportunities relating to the achievement of the CQI's purpose and strategy.as a whole will provide advice to the Board of Trustees:
 - i. Responding to any strategic or operational issues requested by the Board
 - ii. Bringing to the Board's attention any threats or opportunities relating to the achievement of the CQI's purpose and strategy.
- b) CQI Council Ordinary Members only will:
 - i. Remove a seated member of the Board by resolution passed by a simple majority of Ordinary Council members present in accordance with the Charter and Bye-laws.

- ii. Elect members of CQI Board based on nominations from the CQI nominating committee, in accordance with the Charter and Bye-laws and based on nominations from the CQI nominating committee, in line with the current recruitment process.
- iii. When appropriate, request an Extraordinary General Meeting.

5. Composition of CQI Council

- a) The membership of the CQI Council will be comprised of Ordinary Members and Stakeholder members as follows:
 - i. Ordinary Members:

A minimum of 10 and up to 20 current individual members of the CQI|IRCA representing a balance of all grades of membership and the range of demographics the CQI wishes to involve:

 - CQI membership grades:
 - o Fellow
 - o Member
 - o Practitioner
 - o Affiliate
 - IRCA membership grades:
 - o Principle
 - o Lead
 - o Auditor
 - o Internal
 - o Associate
 - ii. Stakeholder Members:

A minimum of 5 and up to 20 stakeholder members representing a balance of the following groups with an interest in developing and promoting quality as a competitive tool:

 - o Industry – trade bodies and employers
 - o Allied Professions – professional bodies
 - o Academia and Education – bodies providing education and training in quality management
 - o Quality Infrastructure – bodies supporting standards and conformity assessment
 - o Regulators – bodies focussed on improving quality, safety and security of products and services
- b) A member of the CQI Council may not be a CQI Trustee.
- c) Members shall serve no longer than three consecutive three-year terms subject to re-selection after each term.
- d) The Chair and Vice Chair shall serve for three years, with both being able to stand for re-election for a second term.

- e) All members must complete the relevant CQI volunteer onboarding process and will be accountable to the CQI professional code of conduct.

6. Operation of the CQI Council

- a) A Chair will be elected by the CQI Council from members of the CQI Council. The Chair will be a current individual member of the CQI|IRCA. The Chair will attend Board of Trustee meetings and work with the Chair of the Board of Trustees to ensure effective communication between the board and council.
- b) With regard to duty 4a above:
 - i. The CQI Council will meet a minimum of once a year electronically or physically to discharge its duty defined in 4a above.
 - ii. Meeting agendas will be determined the CQI Council Chair in conjunction with the Board of Trustees Chair and CEO.
 - iii. The CQI may seek advice and guidance on specific issues by electronic means from the CQI Council at other times as required.
 - iv. Where voting on proposals is required by the CQI Council a majority of those in attendance will be required with a quorum of at least 5 Ordinary members and 50% of current stakeholder members, and decisions made by simple majority.
- c) With regard to duty 4b above:
 - i. The CQI Ordinary Members only will discharge this election duty by electronic means in line with trustee and CQI Council recruitment process timelines.
 - ii. With respect to voting related to the election of trustees and CQI Council members, the quorum shall be 5 Ordinary members, and decisions made by simple majority.
- d) Secretariat support will be provided by the CQI Executive, including minute-taking and document distribution.
- e) Agendas and related papers will be circulated at least 5 working days in advance of meetings and meeting minutes produced within 2 weeks.
- f) None of the information forming part of the proceedings of the CQI Council will be considered confidential unless explicitly identified by the Chair or CQI Executive.
- g) The CQI will reimburse travel and subsistence costs in line with the CQI's current volunteer expenses policy.

7. Responsibilities of members

- a) Members of the CQI Council will be expected to:
 - i. Abide by the CQI Volunteer Code of Conduct (~~against which they may be held to account~~) and complete volunteer on-boarding as required by the CQI
 - ii. Actively attend meetings and provide feedback responses as requested in reasonable time.
 - iii. Actively bring into the CQI expertise, experience and needs/expectations from their stakeholder community.
 - iv. Adhere to the CQI policies and processes (including the Volunteer Expenses Policy).

- b) Failure to meet the above expectations may result in members being asked to step down, at the discretion of the Chair.

8. Changes to Terms of Reference

- a) The CQI Council will review its performance against the current terms of reference annually and agree any resulting changes in consultation with the Board of Trustees.
- b) Composition of the Council may be varied by the Board with the consent of the Council, expressed in the form of a resolution passed by a simple majority vote of the Ordinary Members of Council present at a meeting.

End